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ALFRED F. BURGESS
C. THOMAS WYCHE
DAVID L. FREEMAN
JAMES C. PARHAM, JR.
JAMES M. SHOEMAKER, JR.
WILLIAM W. KEHL
CHARLES W. WOFFORD
LARRY D. ESTRIDGE
D. ALLEN GRUMBINE
CARY H. HALL, JR.
CARL F. MULLER
HENRY L. PARR, JR.
BRADFORD W. WYCHE
ERIC B. AMSTUTZ*

WYCHE, BURGESS, FREEMAN & PARHAM

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

GREENVILLE, SOUTH CAROLINA 29603

POST OFFICE BOX 10207
44 EAST CAMPERDOWN WAY
CABLE ADDRESS: JURAL
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June 3, 1981

RECORDATION NO. 9899-1
FILED 1425

JUN 9 1981 - 1 45 PM
INTERSTATE COMMERCE COMMISSION

*ADMITTED TO D. C. BAR ONLY

Mrs. Lee
Interstate Commerce Commission
Constitution Avenue at 12th St., N.W.
Room 1227
Washington, D. C. 20023

Re: Second Amendment to Certificate of Acceptance
between Railroad Boxcar Associates and National
Railway Utilization Corporation

Dear Mrs. Lee:

Enclosed for filing under Section 20c of the Interstate
Commerce Act please find the following:

Second Amendment to Certificate of Acceptance
dated as of December 29, 1978 under Management
Agreement between Railroad Boxcar Associates
and National Railway Utilization Corporation

The Certificate of Acceptance was previously filed with the
Interstate Commerce Commission on January 5, 1979 and bears the
recording number 9899-D.

The address of National Railway Utilization Corporation is
100 North 20th Street, Second Floor, Philadelphia, Pennsylvania.
The address of Railroad Boxcar Associates is c/o Saul Duff Kronovet,
425 Park Avenue, New York, New York 10022.

I enclose a check in the amount of \$10.00 payable to the
Interstate Commerce Commission as the cost for filing this additional
instrument under a document previously recorded.

I also enclose three executed originals of this Second Amend-
ment to Certificate of Acceptance. Please place one on file with
your office, stamp the remaining Amendments and return them to me
at the address on this letterhead.

Very truly yours,

Carl Muller
Carl F. Muller

CFM/bjm
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/9/81

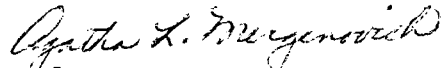
OFFICE OF THE SECRETARY

Carl F. Muller
Wyche, Burgess, Freeman & Parham
P.O.Box 10207
44 East Camperdown Way
Greenville, South Carolina 29603

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **6/9/81** at **1:45pm**, and assigned re-recording number(s). **9899-F, 9899-G, 9899-H, 9899-I**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

JUN 9 1981 1 45 PM

SECOND AMENDMENT dated as of December 1, 1980 INTERSTATE COMMERCE COMMISSION
 CERTIFICATE OF ACCEPTANCE dated December 29, 1978 issued
 under a MANAGEMENT AGREEMENT dated as of December 11, 1978
 between RAILROAD BOXCAR ASSOCIATES (termed "Owner") and
 NATIONAL RAILWAY UTILIZATION CORPORATION (termed "Manager").

WHEREAS, Owner and Manager have determined that certain of
 the 50'6" Type XM Railroad Boxcars which are subject to this
 Management Agreement should be remarked in order to maximize their
 utilization and earnings;

NOW, THEREFORE, in consideration of this benefit to the
 parties and in further consideration of \$1.00 in hand paid by each
 party to the other, the parties hereto agree as follows:

The Certificate of Acceptance under the Management Agreement
 is amended by changing the Equipment Numbers from the following:

NSL 155347 through NSL 155384

to the following:

NSL 155347 through NSL 155348
 MISS 155349
 NSL 155350 through NSL 155384

IN WITNESS WHEREOF, Owner and Manager each pursuant to due
 authority, have caused these presents to be duly executed.

Rachel Gas Fred
 Witness

RAILROAD BOXCAR ASSOCIATES

By: Salvin DeGman
 General Partner

 Witness

STATE OF NEW YORK)
CITY OF NEW YORK)

ss:

I hereby certify that on this 27th day of February, 1981, before me personally appeared Richard R Waxman, who, being duly sworn, acknowledged ~~himself~~ to be a general partner of RAILROAD BOXCAR ASSOCIATES, a limited partnership, and that ~~he~~ as such general partner, being authorized so to do, executed the foregoing instrument on behalf of RAILROAD BOXCAR ASSOCIATES for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal.

My Commission expires:

~~JEAN W. SPENCER~~
~~NOTARY PUBLIC, State of New York~~
~~No. 24468715~~
~~Qualified in Kings County~~
~~Commission Expires March 30, 1981~~

Jean W. Spencer
Notary Public of New York

(SEAL)

NATIONAL RAILWAY UTILIZATION CORPORATION

BY Richard J. Kelly
Richard J. Kelly
Vice President

ATTEST T. W. Strzepak
T. W. Strzepak
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA:

ss:

COUNTY OF PHILADELPHIA:

On this 21st day of May, 1981, before me personally appeared Richard J. Kelly, to me personally known, who, being by me duly sworn, says that he is Vice President of National Railway Utilization Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was duly signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Martha T. Mills
Prothonotary of Pennsylvania

MARTHA T. MILLS

Notary Public, Phila., Phila. Co.

My Commission Expires:

~~My Commission Expires March 5, 1984~~